

1 ROBERT A. HUDDLESTON, ESQ., SBN 83662
JOAN E. PRESKY, ESQ., SBN 144272
2 **HUDDLESTON LAW GROUP**
500 Ygnacio Valley Road, Suite 300
3 Walnut Creek, CA 94596
Telephone: (925) 947-0100
4 Facsimile: (925) 947-0111

5 Attorneys for Plaintiff TOM AZZARELLO

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7
8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10

11 TOM AZZARELLO,

12 Plaintiff,

13 v.

14 NAVAGILITY LLC, a limited liability
corporation; ANTHONY M. DI MARCO, an
15 individual and DOES 1 - 10, inclusive,

16 Defendant.
17

) **CASE NO. 3:08-cv-2371-MEJ**
)

) **Date: July 10, 2008**

) **Time: 10:00 a.m.**

) **Ct. Rm: B, 15th Floor**

) **Judge: Hon. Maria-Elena James**

) **DECLARATION OF TOM AZZARELLO**
) **IN SUPPORT OF OPPOSITION TO**
) **MOTION TO DISMISS**

) **Action Filed: May 8, 2008**

18 I, THOMAS AZZARELLO, declare as follows:

19 1. I am the plaintiff in this action. I have personal knowledge of the matters stated in
20 this declaration. If called as a witness, I could and would testify competently about them.

21 2. I am an investor in NAVAGILITY. I invested in 2004.

22 3. I am also a creditor. I loaned money to NAVAGILITY in 2007 pursuant to what was
23 characterized by NAVAGILITY as a "bridge loan."

24 4. The loan is the subject matter of my Complaint, not my investment. My investment
25 relates only to the present question of personal jurisdiction.

26 5. Wikipedia defines a bridge loan as:

27 "interim financing for an individual or business until permanent or
28 the next stage of financing can be obtained. Money from the new
financing is generally used to 'take out' (i.e. to pay back) the bridge

1 loan, as well as other capitalization needs. Bridge loans are typically
2 more expensive than conventional financing because of a higher
3 interest rate, points and other costs that are amortized over a shorter
4 period, and various fees and other ‘sweeteners’ (such as equity
5 participation by the lender in some loans). To compensate for the
6 additional risk the lender may require cross-collateralization and a
7 lower loan-to-value ratio. On the other hand they are typically
8 arranged quickly with relatively little documentation.”

6 6. In its motion, NAVAGILITY tries to characterize the “bridge loan” as an investment,
7 but it was not an investment. It was a loan, a loan that was supposed to be repaid quickly.
8 NAVAGILITY called it a “bridge loan,” meaning both by its name and its terms that it was supposed
9 to be repaid quickly.

10 7. During all relevant times, I have lived in California. I am unaware of any evidence
11 of any kind that the principals of NAVAGILITY did not, at any time since prior to my investment
12 in 2004, know that I lived in California.

13 8. I invested \$50,000 in NavAgilty in December of 2004.

14 9. At the time, my brother was Chief Experience Officer for NAVAGILITY. He lived
15 in New York and was working out of his home. One of my brother’s responsibilities was to find
16 investors, including what NAVAGILITY chose to call “angel investors.”

17 10. An “angel investor” is defined by Wikipedia as “an affluent individual who provides
18 capital for a business start-up, usually in exchange for convertible debt or ownership equity. A small
19 but increasing number of angel investors organize themselves into angel groups or angel networks
20 to share research and pool their investment capital.”

21 11. I am not affluent. I work for a living out of my rental home in Walnut Creek,
22 California as a sales person.

23 12. In 2004, my brother contacted me about investing in NAVAGILITY. He also asked
24 me if I knew of anyone who would be interested in investing. My brother sent me a few business
25 plans to give to people in California who I thought would be interested in investing. My brother
26 even suggested particular people who lived in California. My brother’s job was to get investors, so
27 he was acting as an employee and representative of NAVAGILITY when he contacted me to invest.
28 I know through my brother that I was one of many potential investors he contacted.

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500 Ygnacio Valley Road, Suite 300
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Tel: (925) 947-0100
Fax: (925) 947-0111

1 13. Like many other investors, I made the decision to invest based on discussions with
2 my brother as well as information sent to me by Tony DiMarco (“DiMarco”), NAVAGILITY’s
3 President and CEO. Every communication I have ever had with DiMarco has been in his capacity
4 as officer, director and majority shareholder of NAVAGILITY. Both my brother and DiMarco sent
5 me the information, and asked me to invest, in their capacities as officers and representatives of
6 NAVAGILITY.

7 14. The information they sent me included a business plan and Operating Agreement.

8 15. Based on the information they sent to me, I made the decision to invest.

9 16. I sent my check to DiMarco in December 2004 from my home in California.

10 17. In March 2005, after certain delays relating to NAVAGILITY’s organization,
11 DiMarco mailed me documents for me to sign, with a cover letter. The cover letter is addressed to
12 me in California and says “Dear Tom.” DiMarco mailed me the documents and the letter to my
13 home in California. In this letter, DiMarco thanked me for my investment, and explained my equity
14 percentage. Enclosed with the letter was the NAVAGILITY Operating Agreement. Attached hereto
15 as Exhibit A is a true and correct copy of DiMarco’s letter to me.

16 18. DiMarco sent the “bridge loan offer” via e-mail to “investors,” including me.
17 DiMarco sent it to me knowing that I lived in California. Attached hereto as Exhibit B is a true and
18 correct copy of the e-mail, plus attached Bridge Loan Letter of Acceptance, dated April 4, 2007.

19 19. Contrary to what DiMarco says, my brother did not contact me about the bridge loan
20 prior to DiMarco’s e-mail to “investors.” I called my brother after reading the e-mail. I told my
21 brother, “this looks too good to be true.” He said it was legitimate, and told me that I would
22 definitely get paid \$200,000 on October 13, 2007, as stated in the terms of the agreement that
23 DiMarco had sent me. At the time I had this conversation with my brother, he was an officer of
24 NAVAGILITY. The information he gave me about the “bridge loan” was information he got from
25 DiMarco on behalf of NAVAGILITY.

26 20. Attached hereto as Exhibit C is a true and correct copy of my e-mail reply to DiMarco
27 dated April 4, 2007. I sent the e-mail from California.

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21. On April 5, 2007, I sent DiMarco, via Fedex, a signed Letter of Acceptance and a check for \$100,000 to NAVAGILITY. Attached hereto as Exhibit D is a true and correct copy of the signed Bridge Loan Letter of Acceptance. I sent the check from California. The check contains my California address on it. Attached hereto as Exhibit E is a true and correct copy of the front and back of the check that I sent to NAVAGILITY. I obtained the copy from my financial institution, Schwab.

22. The copy of the check that I obtained from Schwab and that is attached as Exhibit E shows that DiMarco endorsed it for NAVAGILITY and deposited it on April 6, 2007.

23. On April 9, 2007, DiMarco sent an e-mail thanking me for the check. In the e-mail, he states he is adding a clause to the agreement and sending me a copy. Attached hereto as Exhibit F is a true and correct copy of the e-mail from DiMarco dated April 9, 2007 and DiMarco's agreement with the added clause. The clause that DiMarco added says "In the unlikely event that NAVAGILITY LLC is unable to make the balloon payment due to you on October 13, 2007 in full, you will be given the option to convert your loan amount to equity at your current \$5,000,000 valuation (e.g., a \$50,000 loan would convert to 1% ownership) OR have a guarantee payment of the balloon payment due at the point in time where NAVAGILITY has generated \$3,000,000 in revenue." *This is not on the copy of the acceptance that I signed, and I never agreed to this language as being part of the agreement. This language was sent to me after I signed my acceptance, after I sent a check, and after my check had been deposited.*

24. After receiving DiMarco's e-mail with the added clause, I was concerned, so I e-mailed my brother, saying it sounds like there are strings attached to the original agreement.

25. My brother sent me a reply, stating NAVAGILITY fully intended to meet their end of the agreement. Attached hereto as Exhibit G is a true and correct copy of the e-mail from my brother dated April 9, 2007.

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26. I saw no reason to be concerned any further because the terms in the agreement signed by DiMarco on behalf of NAVAGILITY and by myself were very clear. I also relied on my brother's statement and my brother was an officer of NAVAGILITY and a 14.55% owner.

27. I waited for the October 2007 payment date, fully expecting to be repaid.

28. In September 2007, DiMarco sent another e-mail directed and addressed to me. In that e-mail, he said: "Your bridge loan was the first and so you are the first in line to receive payment." Attached hereto as Exhibit H is a true and correct copy of the NAVAGILITY e-mail from DiMarco on behalf of NAVAGILITY dated September 4, 2007.

29. In October, two days after payment was due, DiMarco sent another e-mail directed and addressed to me. He says in the e-mail that he plans to make the repayment of the bridge loan in two payments of \$100,000 of principal then another payment of \$100,000 in interest. Attached hereto as Exhibit I is a true and correct copy of the e-mail dated October 15, 2007.

30. DiMarco sent me another e-mail on December 19, 2007. In that e-mail, *DiMarco admits that NavAgility owes the principal plus interest of the bridge loan*, but says that there will be a delay. This is what NAVAGILITY said: "Unfortunately, our cash position has not changed and we are still unable to make a partial or full payment on the \$200,000 due to you." Attached hereto as Exhibit J is a true and correct copy of the December 19, 2007 e-mail from DiMarco.

31. I waited until after the Holidays, sensing I may not receive repayment until after the New Year. Hearing nothing for months, I became impatient and e-mailed DiMarco in March 2008. I asked him when I would be paid and offered a payment plan. Attached hereto as Exhibit K is a true and correct copy of the e-mail I sent to DiMarco dated March 24, 2008.

32. On March 24, 2008, I received another e-mail from DiMarco. The reply was very unsettling. After waiting for six months past the due date of the loan, he was asking me to wait indefinitely and offering no repayment plan. Attached hereto as Exhibit L is a true and correct copy of the e-mail from DiMarco/NAVAGILITY to me dated March 24, 2008.

33. It became obvious to me I might never get repaid.

34. I contacted an attorney to review my options shortly after reading DiMarco's reply. Now I'm faced with spending my money trying to get repaid on a loan with very specific terms of

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 Fax: (925) 947-0111

1 repayment. In addition, I have to spend more money to prove the matter should be settled in my
2 home state of California.

3 35. In my view, NAVAGILITY's claims that it has no ties with California is dishonest.

4 36. From April 2005 to March 2008, I received 29 e-mails from NAVAGILITY, with,
5 among other things, quarterly reviews, updates about meetings, potential clients, and acquirers. 26
6 of the e-mails were from DiMarco. Some of the e-mails were addressed to me personally and others
7 were addressed to "investors," but all of them were sent to me in California. DiMarco has known
8 since prior to my 2004 investment that I lived in California.

9 37. DiMarco says that six out of the seven bridge loan "investors" reside in New York.
10 Even if the other investors live in New York, that does not mean that the significant portion of the
11 loaned money came from New York. The minimum amount allowed to participate in the bridge loan
12 was \$25,000.00. NAVAGILITY was looking for a total \$300,000 commitment. I am the highest
13 loan participant at \$100,000. This means the six investors residing in New York loaned the
14 remaining \$200,000. Thus, the California resident accounts for over 30% of the total bridge loan
15 amount.

16 38. DiMarco says in his declaration that the owners of 97.86% of NAVAGILITY,
17 including himself, live in New York. But DiMarco owns 75.60% of NAVAGILITY himself.
18 Attached hereto as Exhibit M is a true and correct copy of page 18 from the NAVAGILITY
19 Operating Agreement that was attached to a letter from DiMarco mailed to me and addressed to me
20 in California dated March 16, 2005.

21 39. According to an article about NAVAGILITY, NAVAGILITY is a Web-based
22 business that DiMarco runs "out of an office built into half of what had been a garage at his
23 Poughkeepsie home." **This is from an article from www.orangecountycapital.com.** A true and
24 correct copy of the article is attached hereto as Exhibit N.

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40. NAVAGILITY is operated from DiMarco's home, as described in an article from
 poughkeepsiejournal.com in March 2007. A true and correct copy of the article is attached as
 Exhibit O. According to the article, DiMarco "still operates from" "his Town of Poughkeepsie
 home." The article explains that DiMarco "doesn't need a big office building" because
 NAVAGILITY is "still virtual." As described by DiMarco, NAVAGILITY is "a social networking
 and social media company [which] positions us in a much more attractive growth market ..." It is
 an "online community." A true and correct copy of the article is attached hereto as Exhibit O.

41. The significance of this is that DiMarco in his declaration and NAVAGILITY in its
 motion are trying to paint a picture of a New York company with offices and bank accounts and
 everything relating to the business in New York, and no connections outside of New York. In fact,
 NAVAGILITY is a virtual company that can be and is run from anywhere, to wit, DiMarco's garage.

42. NAVAGILITY is "an excited Web 2.0 social media company." (See Web site.) That
 is, NAVAGILITY may be technically based in New York, meaning in DiMarco's garage, but it is,
 as described on its website (visited June 2008), an interactive Web-based business. It

"was formed in 2005 with a focus on personal career management,
 enabled through the patent-pending NavAgility® Power Profile
 software. This software helps people communicate their career
 experiences on a visual timeline. NavAgility has relationships with
 many prestigious academic institutions, who offer NavAgility to their
 students and alumni through a co-branded CareerPath program. The
 University Continuing Education Association (UCEA), representing
 over 300 top universities and colleges, is collaborating with
 NavAgility on a National Talent Market Initiative (NTMI)."

(See Web site, www.navagility.com.)

43. I have never seen anything in any document, filed in conjunction with this motion or
 elsewhere, to indicate that the NAVAGILITY Web-based business is limited to New York.

44. To the contrary, NAVAGILITY has investor, debtor, client and affiliate relationships
 all over the United States.

45. NAVAGILITY collaborated in 2006 with the University Continuing Education
 Association (UCEA) "on a national online talent development network," which will "provide Higher
 Education institutions with advanced technology that benefits career-minded adult learners" who
 "have absolute control over the visibility of their data and identity in the system" through the

1 database.” Attached hereto as Exhibit P is a press release dated October 30, 2006, found on
2 NAVAGILITY’s website. See, www.navagility.com.

3 46. In an e-mail that DiMarco sent to me in April 2006, he identified the University of
4 California as one of the universities that were “on board.” Attached hereto as Exhibit Q is a true and
5 correct copy of that e-mail.

6 47. DiMarco says in his declaration that NAVAGILITY does not have, and has never had,
7 any clients in California. This is misleading and does not tell the whole truth. NAVAGILITY in a
8 1Q06 update e-mailed in April 2006 to investors, including me, says the University of California
9 Irvine is 1 of 20 universities/colleges “on board and are enabling each of them to begin marketing
10 NAVAGILITY to their constituencies.” Also mentioned are Southern Oregon University and
11 Linfield College, located in the West. Three others are in the Mid-West, two are in the South,
12 thirteen are in the Northeast, and four are in New York. Attached hereto as Exhibit Q is a true and
13 correct copy of the NAVAGILITY e-mail from DiMarco dated April 4, 2006.

14 48. In the motion, NAVAGILITY claims it has no ties with California. This is
15 misleading and does not tell the whole truth. NAVAGILITY has an investor and a creditor in
16 California. Also, it has other ties. Attached hereto as Exhibit R is a true and correct copy of the
17 NAVAGILITY e-mail from DiMarco April 25, 2005. It refers to UC Berkeley and several other
18 universities outside of New York as “Our hot list from the conference.”

19 49. The e-mail also states “..... we have had a “hot level of interest” from Google. The
20 e-mail also mentions NAVAGILITY’s business broker having “direct contact” with Google and
21 working towards a meeting. Google is based in California.

22 50. Another example of NAVAGILITY’s ties and attempts to reach out to companies in
23 California is attached hereto as Exhibit S. This is a true and correct copy of the NAVAGILITY
24 e-mail and attachment from DiMarco dated July 20, 2006 with an attached 2Q06 Update. DiMarco
25 says, “We have made very high level contacts with Yahoo!, HotJobs, CareerBuilder, and News Corp
26 as potential strategic investors (as well as potential ultimate acquirers).” Yahoo’s headquarters is
27 in Sunnyvale, California. HotJobs is a company that was acquired by Yahoo some years ago and I
28 believe is part of Yahoo. CareerBuilder is a huge, Web-based on-line business; I could not locate

1 their corporate office, but I do not believe it to be in New York. To my knowledge, none of these
2 companies is based in or limited to New York. NAVAGILITY was reaching out to them to expand
3 nationally and globally.

4 51. More examples of NAVAGILITY's ties and attempts to reach out to companies in
5 California. Attached hereto as Exhibit T is a true and correct copy of the NAVAGILITY e-mail from
6 DiMarco dated September 13, 2006 addressed to me. DiMarco says, "we have begun to directly
7 engage our most likely acquirers, including: Yahoo!, NewsCorp, Google, AOL and others."

8 52. More examples of NAVAGILITY's ties and attempts to reach out to companies in
9 California. Attached hereto as Exhibit U is a true and correct copy of the NAVAGILITY e-mail
10 from DiMarco of April 2, 2007 addressed to investors. DiMarco says NAVAGILITY contracted
11 Corporate Finance Associates (CFA) to sell the company. The investment banker with CFA
12 responsible for closing the deal is Gary Roelke. As stated in the e-mail, dated April 2, 2007, "Gary is
13 teamed with another CFA executive based in the Silicon Valley who is responsible for putting
14 together the marketing packaging and prospect list and networking with the high-tech sector."

15 53. NAVAGILITY took part in a trade show convention in Las Vegas in the spring of
16 2005, reaching out to clients from all over the country. They presented themselves to Human
17 Resource executives and recruiters.

18 54. DiMarco even refers to NAVAGILITY's market stating "potential is global".
19 Attached hereto as Exhibit V is a true and correct copy of the NAVAGILITY Business Plan
20 Executive Summary sent from DiMarco on behalf of NAVAGILITY September 13, 2006.

21 55. Despite everything I discuss above, DiMarco disingenuously says in his declaration
22 that NAVAGILITY is a New York-based business with most of their revenue coming from New
23 York. He tries to make it look like NAVAGILITY is a little office in New York that sells widgets
24 to New York businesses and never looks outside of New York for any reason or for any purpose.
25 But NAVAGILITY reached out to me to get me to invest and to loan money, knowing that I lived
26 in California. Also, the evidence shown in the exhibits listed in this declaration show that Navagilty
27 is a Web-based business that reaches out to investors, clients and potential acquirers all over the
28 United States including California.

1 56. DiMarco says I prevailed upon NAVAGILITY to be included in a New York based
2 investment opportunity and that I'm the only investor outside of New York. Again, he is trying to
3 characterize the loan I made that is the subject of this lawsuit as an investment. He has from the
4 beginning tried to mischaracterize the loan as an opportunity rather than telling it as it is,
5 NAVAGILITY borrowing money. NAVAGILITY borrowed the money from me, knowing that I
6 lived in California.

7 57. DiMarco says in his declaration that it would constitute a hardship to litigate this
8 matter in California. He lists five witnesses supposedly necessary to the defense of the claim. He
9 does not say who they are, other than their names, does not say anything about what they would
10 supposedly testify about, and does not submit any declarations from any of them. It is misleading
11 to tell the Court that all of these people need to be witnesses. This lawsuit is about NAVAGILITY
12 not repaying a loan. The only documents are e-mails and letters, all of which I have and most of
13 which were sent electronically. The only witnesses are DiMarco, me, and my brother. My brother
14 is living in Italy right now, not in New York. The other supposed witnesses listed had nothing to
15 due with the loan or the Complaint. One of them is the lawyer in New York that NAVAGILITY
16 hired to respond to the letter my lawyer wrote NAVAGILITY asking for me to be repaid. That
17 lawyer represented NAVAGILITY in trying to get more time to pay off the loan. That lawyer had
18 nothing to do with the loan itself. Neither did any of the other people that DiMarco lists.

19 58. The only possible witness other than me and DiMarco is my brother, who would
20 testify that I spoke to him about the bridge loan after DiMarco reached out to me by e-mail, and that
21 he told me that the clause that DiMarco supposedly added to the bridge loan agreement did not mean
22 anything and that I would get paid pursuant to the original terms that I signed. I have spoken to my
23 brother and he is willing to testify in California. He is temporarily living in Italy so it does not
24 matter very much whether he has to travel to New York or California. Either way it would be a
25 hardship and an imposition.

26 59. One of the listed witnesses is Larry Holfelder. Larry Holfelder did not have anything
27 to do with my "bridge loan," which is the only subject of my Complaint. According to the
28 Poughkeepsie Journal article attached as Exhibit O, Larry Holfelder was introduced to

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NAVAGILITY by the Dutchess County Economic Development Corp. under "Dutchess County Angel Network." Funding for NAVAGILITY was the first fruit of "angel" program, which, according to the article, was launched after a long period of research and discussion about how the agency could fill in a missing link, which is private capital to help grow young companies that have promising ideas. The investors get a percentage of ownership in the company, which means a share of eventual profits. Because NAVAGILITY is structured as a limited liability corporation, the fiscal losses of early years can be assigned to such investors, who can make use of the losses to reduce tax liability for profits from other ventures.

60. I spoke with Holfelder in May 2008, just before filing my Complaint. Holfelder contacted me during the settlement discussions between the lawyers and asked if I would speak to him. He was concerned about the effect of my lawsuit on his investment and potential profits. I spoke with him because NAVAGILITY's lawyer asked me to, and I was given the impression that it might help settle the dispute without my having to file a lawsuit. This was just before I filed the Complaint. Holfelder asked me not to file a claim. I told him that DiMarco/NAVAGILITY was leaving me no choice, that I had offered NAVAGILITY more time to pay me and all I wanted was a personal guarantee. Holfelder tried to convince me to hold off on filing a complaint until June. He said that NAVAGILITY was on the verge of hitting it big and that I would get repaid and we would make lots of money as an investor. This Declaration is being finalized on June 17, and so far, I have not received anything but a Motion to Dismiss.

61. I am not rich. My California money was good enough for NAVAGILITY but my losing the money in California is supposedly too inconvenient for NAVAGILITY. If NAVAGILITY can borrow money from California then why can't it litigate over that same debt in California? DiMarco is a very bright man, and he knew all along that if NAVAGILITY did not pay me back, I would suffer a loss in California.

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1 62. It is much easier and more convenient for NAVAGILITY to litigate in California than
2 for me to have to litigate in New York. NAVAGILITY manages to contact potential clients and
3 investors and creditors in California and all over the United States. It can manage to litigate in
4 California.

5 63. I believe that NAVAGILITY is just delaying its payment to me by filing this motion
6 and fighting this lawsuit. DiMarco and NAVAGILITY know perfectly well that NAVAGILITY
7 owes this money. It has admitted it in its own e-mails. If we have to fight this, it is fair that it be in
8 California where I live, where NAVAGILITY reached out to me both to invest and to lend money,
9 and where I suffered the loss.

10 I declare under penalty of perjury under the laws of the State of California that the foregoing
11 is true and correct. If called as a witness in this action, I could testify to the truth of the foregoing
12 from my own personal knowledge.

13 Executed this 17th day of June 2008, at Walnut Creek, California.

14
15 
16 THOMAS AZZARELLO

HUDDLESTON LAW GROUP
500 Ygnacio Valley Road, Suite 300
Walnut Creek, CA 94596
Tel: (925) 947-0100
Fax: (925) 947-0111

Exhibit A



March 16, 2005

Mr. Thomas Azzarello
2037 Olympic Boulevard
Walnut Creek, CA 94595

Dear Tom:

Thank you very much for your investment in NavAgility LLC. We appreciate your confidence in our ability to grow a business that can potentially create attractive returns for its investors. I am enclosing a copy of the Operating Agreement of the newly formed NavAgility LLC. In addition to the terms specified in Operating Agreement, I am also committing to you the valuation protection from our original agreement, which was valid for six (6) months from the consummation of that original agreement, dated December 28, 2004. Your equity percentage of two percent (2%) is based upon a current valuation of NavAgility, LLC at \$2,500,000. Should a lower valuation be determined at any time before June 28, 2005, your equity share will be recalculated accordingly.

You will see from the Operating Agreement that we have taken on John Galanti, as a new investor with 3% ownership in the company. Normally, all existing investors would be diluting 3% equally. However, for this transaction only, I am taking the 3% dilution for you, so your share remains 2%.

Please sign the extra copy of the signature sheet and return it to me at the address in the footer. I will return to you a full set of signature sheets from the other members once I have received them. We do anticipate additional investors coming on board over the next weeks and months. When this takes place, I will send you a new Exhibit A to sign. This agreement supercedes the agreement between us dated December 28, 2004.

Please let me know if you have any questions. You can call me anytime at 845-463-3305.

Sincerely,

Anthony M. DiMarco
President
NavAgility LLC

Exhibit B



Print - Close Window

Date: Wed, 04 Apr 2007 17:27:19 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility Bridge Loan Offer to Existing Investors
To: adimarco@navagility.com

Hopefully you have had a chance to read through the investor update I sent out earlier this week. It described two significant events that have high odds of being realized within the next two to four months. One event is the \$5,000,000 revenue opportunity with the NYC company. The other event is the divestiture of the career management business where our investment banker has valued us at \$10,000,000. During this interim two to four month period, we need to support both the career management business and the emerging social network business. As a result, we have begun negotiating with various outside parties for bridge loans totaling \$300,000. These funds will bridge us to either or both events described above.

We feel our existing investors should have first priority at the attractive terms of the bridge loan. This email and attached Letter of Acceptance is an offer to participate in a bridge loan in any increment of \$25,000. The loan will have a single balloon payment on October 13, 2007 equivalent to two time (2x) the face amount of the bridge loan. For example, if you make a bridge loan of \$50,000, you will receive a single payment of \$100,000 on October 13, 2007. There is no equity component and we believe this is a good thing since it avoids dilution for all of our existing investors. **Bridge loan participation will be determined on a first come, first served basis until we have fulfilled the \$300,000. First come, first served basis will be determined by a verbal (via phone) or email commitment to me.**

This is a win-win for NavAgility and its investors. NavAgility receives funds that will be used to strengthen its position in closing the two deals mentioned above, while investors who participate receive a 100% return in six months, and no one is diluted in the process.

See the attached Letter of Acceptance. I will countersign and return your Letter of Acceptance within five business days.

This is an exciting time for NavAgility and we appreciate your continued support and partnership in achieving our ultimate success.

Regards,
 Tony

Anthony M. DiMarco
 President, NavAgility LLC
 845-463-3305 (845-462-3371 fax)
 adimarco@navAgility.com
 Visit us at: www.navAgility.com
 My Career View
 My Visual Resume

Attachments

Files:

 **NavAgility_Bridge_Loan_Letter_of_Acceptance.doc** (63k) [Preview]



Anthony M. DiMarco
President

NavAgility Bridge Loan Letter of Acceptance

April 4, 2007

Dear Investor,

We are pleased to extend to you an attractive bridge loan offer as per the following terms and conditions:

- Bridge loan amounts will be accepted in \$25,000 increments.
- The bridge loan will have a single balloon payment on October 13, 2007, equivalent to two times (2x) the face amount of the bridge loan made by you. For example, if you make a bridge loan of \$50,000, you will receive a single payment of \$100,000 on October 13, 2007.
- There will be no interim interest or principal payments made.
- There is no equity component of the bridge loan (i.e., your bridge loan creates no additional ownership position and has no impact on your current ownership position).
- Bridge loan participation will be determined on a first come, first served basis until we have fulfilled a \$300,000 commitment. First come, first served basis will be determined by a verbal (via phone) or email commitment to me, interim to your signed Letter of Acceptance.
- To maintain your participation rights. Your signed Letter of Acceptance and check need to be received by me no later than April 13, 2007. Please send to mailing address: 16 Nob Hill Road, Poughkeepsie, NY 12603).

Thank you for your continued support.

Sincerely,

Anthony M. DiMarco

Accepted and agreed for on behalf of:	Accepted and agreed for on behalf of: NavAgility, LLC
Bridge Loan Amount (\$):	
Signature:	Signature:
Name:	Name: Anthony M. DiMarco Title: President
Date:	Date:

Exhibit C



Print - Close Window

Date: Wed, 4 Apr 2007 15:36:38 -0700 (PDT)
From: "Tom Azzarello" <tomazz@pacbell.net>
Subject: Re: NavAgility Bridge Loan Offer to Existing Investors
To: "Anthony DiMarco" <adimarco@navagility.com>
CC: "Richard C. Azzarello" <razzarello@navagility.com>

Tony,
I just spoke with my brother.

I will be sending a check for \$100,000 and the signed letter of acceptance to participate in the bridge loan. It will be Fed Ex'ed to your attention tomorrow Thursday 4/5 for arrival on Friday 4/6.

Thank You,
Tom

Anthony DiMarco <adimarco@navagility.com> wrote:

Hopefully you have had a chance to read through the investor update I sent out earlier this week. It described two significant events that have high odds of being realized within the next two to four months. One event is the \$5,000,000 revenue opportunity with the NYC company. The other event is the divestiture of the career management business where our investment banker has valued us at \$10,000,000. During this interim two to four month period, we need to support both the career management business and the emerging social network business. As a result, we have begun negotiating with various outside parties for bridge loans totaling \$300,000. These funds will bridge us to either or both events described above.

We feel our existing investors should have first priority at the attractive terms of the bridge loan. This email and attached Letter of Acceptance is an offer to participate in a bridge loan in any increment of \$25,000. The loan will have a single balloon payment on October 13, 2007 equivalent to two time (2x) the face amount of the bridge loan. For example, if you make a bridge loan of \$50,000, you will receive a single payment of \$100,000 on October 13, 2007. There is no equity component and we believe this is a good thing since it avoids dilution for all of our existing investors. **Bridge loan participation will be determined on a first come, first served basis until we have fulfilled the \$300,000. First come, first served basis will be determined by a verbal (via phone) or email commitment to me.**

This is a win-win for NavAgility and its investors. NavAgility receives funds that will be used to strengthen its position in closing the two deals mentioned above, while investors who participate receive a 100% return in six months, and no one is diluted in the process.

See the attached Letter of Acceptance. I will countersign and return your Letter of Acceptance within five business days.

This is an exciting time for NavAgility and we appreciate your continued support and partnership in achieving our ultimate success.

Regards,
Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navagility.com

Exhibit D



Anthony M. DiMarco
President

NavAgility Bridge Loan Letter of Acceptance

April 4, 2007

Dear Investor,

We are pleased to extend to you an attractive bridge loan offer as per the following terms and conditions:

- Bridge loan amounts will be accepted in \$25,000 increments.
- The bridge loan will have a single balloon payment on October 13, 2007, equivalent to two times (2x) the face amount of the bridge loan made by you. For example, if you make a bridge loan of \$50,000, you will receive a single payment of \$100,000 on October 13, 2007.
- There will be no interim interest or principal payments made.
- There is no equity component of the bridge loan (i.e., your bridge loan creates no additional ownership position and has no impact on your current ownership position).
- Bridge loan participation will be determined on a first come, first served basis until we have fulfilled a \$300,000 commitment. First come, first served basis will be determined by a verbal (via phone) or email commitment to me, interim to your signed Letter of Acceptance.
- To maintain your participation rights. Your signed Letter of Acceptance and check need to be received by me no later than April 13, 2007. Please send to mailing address: 16 Nob Hill Road, Poughkeepsie, NY 12603).

Thank you for your continued support.

Sincerely,

Anthony M. DiMarco

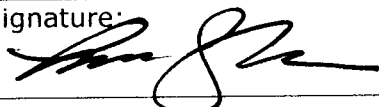
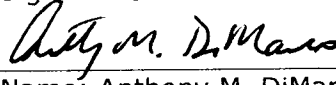
Accepted and agreed for on behalf of:	Accepted and agreed for on behalf of: NavAgility, LLC
Bridge Loan Amount (\$): <i>100,000.00</i>	
Signature: 	Signature: 
Name: <i>Thomas Azzarello</i>	Name: Anthony M. DiMarco Title: President
Date: <i>4/5/07</i>	Date: <i>4/9/07</i>

Exhibit E

6/11/2008 8:52 AM

THOMAS AZZARELLO 2037 OLYMPIC BLVD. WALNUT CREEK, CA 94595-1621		SchwabOne DATE <u>4/5/07</u>		101 3-5/310 150
PAY TO THE ORDER OF <u>Navagility</u>		\$100,000.00		
<u>One Hundred Thousand</u>		DOLLARS		
Charles Schwab PNC BANK, N.A. PHILADELPHIA, PA		FOR <u>Bridge Loan</u>		
⑆031000053⑆ 7035635933 20101 ⑆0010000000⑆				

R81NEEDCV SAVINGS 1221971815 04082007 0006801395
 PROCESSED
 27006108201300656536
 7500007716
 Adam M. Marino

Account	Serial	Sequence	Paid Date	Amount
7035635933	20101	27610820	04/09/2007	\$100,000.00

[Print - Close Window](#)

Date: Mon, 09 Apr 2007 11:28:00 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: Bridge Loan Acceptance Letter
To: tomazz@pacbell.net
CC: razzarello@navagility.com

Hi Tom, I received your signed letter and check on Friday. I am sending back to you the countersigned copy of the letter. I've also attached a revised version which I have signed (no need for you to sign and return) which includes an additional clause for your protection. The additional clause reads:

- In the unlikely event that NavAgility LLC is unable to make the balloon payment due to you on October 13, 2007 in full, you will be given the option to convert your loan amount to equity at our current \$5,000,000 valuation (e.g., a \$50,000 loan would convert to 1% ownership) OR have a guaranteed payment of the balloon payment due at the point in time where NavAgility has generated \$3,000,000 in revenue.

Thanks again for your support.

Regards,

Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navAgility.com
Visit us at: www.navAgility.com
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[My Visual Resume](#)



Anthony M. DiMarco
President

NavAgility Bridge Loan Letter of Acceptance

April 5, 2007

Dear Investor,

We are pleased to extend to you an attractive bridge loan offer as per the following terms:

- Bridge loan amounts will be accepted in \$25,000 increments.
- The bridge loan will have a single balloon payment on October 13, 2007, equivalent to two times (2x) the bridge loan made by you. For example, if you make a bridge loan of \$50,000, you will receive a single payment of \$100,000 on October 13, 2007.
- There will be no interim interest or principal payments made.
- There is no equity component of the bridge loan (i.e., your bridge loan creates no additional ownership position and has no impact on your current ownership position).
- Bridge loan participation will be determined on a first come, first served basis until we have fulfilled a \$300,000 commitment. First come, first served basis will be determined by a verbal or email commitment to me, interim to your signed Letter of Acceptance.
- To maintain your participation rights. Your signed Letter of Acceptance and check need to be received by me no later than April 13, 2007. Please send to mailing address: 16 Nob Hill Road, Poughkeepsie, NY 12603).

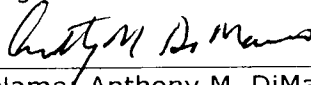
In the unlikely event that NavAgility LLC is unable to make the balloon payment due to you on October 13, 2007 in full, you will be given the option to convert your loan amount to equity at our current \$5,000,000 valuation (e.g., a \$50,000 loan would convert to 1% ownership) OR have a guaranteed payment of the balloon payment due at the point in time where NavAgility has generated \$3,000,000 in revenue.

*Additional
Clause*

Thank you for your continued support.

Sincerely,

Anthony M. DiMarco

Accepted and agreed for on behalf of:	Accepted and agreed for on behalf of: NavAgility, LLC
Bridge Loan Amount (\$):	
Signature:	Signature: 
Name:	Name: Anthony M. DiMarco Title: President
Date:	Date: 4/9/07



Print - Close Window

Date: Mon, 09 Apr 2007 12:18:28 -0400
From: "Richard Azzarello" <razzarelo@navagility.com>
Subject: RE: Bridge Loan Acceptance Letter
To: "'Tom Azzarello'" <tomazz@pacbell.net>

Tom,

No need to worry. We added the clause after we had a couple of people ask what happens if we don't have the money to pay this off on that date. Based on the divestiture activity and some significant high-odds revenue opportunities, we fully intend to meet our end of the agreement on October 19th, as written.

Don't worry. No strings.

Best regards,

Richard Azzarello
Chief eXperience Officer
NavAgility, LLC
516.656.5804
razzarelo@navagility.com
Visit us at: www.navagility.com
My Career View
My Visual Resume

From: Tom Azzarello [mailto:tomazz@pacbell.net]
Sent: Monday, April 09, 2007 11:35 AM
To: Richard C. Azzarello
Subject: Fwd: Bridge Loan Acceptance Letter

Ricahrd,
Should I be worried about this? Sounds like there is a string attached now.
Tom

Note: forwarded message attached.

Spam
Not spam
Forget previous vote

Exhibit H



Print - Close Window

Date: Tue, 04 Sep 2007 13:56:17 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility Bridge Loan Status
To: tomazz@pacbell.net
CC: razzarello@navagility.com

Tom, your bridge loan is schedule to be paid on October 13th. I wanted to give you a heads up that there is higher risk in NavAgility not being able to make the payment on time. Our divestiture of the career management business has resulted in a potential licensing agreement. However, this opportunity stalled over the summer months and we will re-engage them now that summer is over. And the major \$5M New Orleans related project with the NYC company has stalled due to their funds (\$B's) being hung up with governmental policies and politics. Our original optimistic view was based on at least one of these two projects coming through over the summer. I am working several other potential opportunities with the full intent of making your payment date, but to be realistic, the odds of pulling it off in 6 weeks are low.

Your bridge loan was received first and so you are first in line to receive payment. I will touch base again at the end of the month to provide another update. If some positive news happens along the way I will certainly let you know. If you would like to discuss this prior to the next update, please feel free to call me any time. Thanks.
Regards,
Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navAgility.com
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Print - Close Window

Date: Mon, 15 Oct 2007 08:53:39 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility Bridge Loan Status
To: tomazz@pacbell.net
CC: razzarello@navagility.com

Hi Tom, we are making progress on our CPA Network solution which is our closest opportunity to drive the revenue that will enable us to pay back your bridge loan. We are pushing hard to close deals by the end of October which means the revenue should flow by early November. As per your agreement, because we were unable to make the full repayment of your bridge loan by October 13th, you have the right to convert your \$200,000 into equity at our valuation equal to \$5,000,000 as of March 2007 when you made the loan. This would translate into 4% equity. Unless I hear otherwise, I will assume you prefer the option of being repaid the full amount of \$200,000 as soon as we can make the payment. **As mentioned in my prior email, I plan to pay back the bridge loan in two payments - the original amount (\$100K) as the first payment and your "interest" (\$100K) in a second payment.** This remains my highest priority, and while I can't give specific dates, I am hopeful to have these payments made by mid November. I'll will provide another update at month's end or upon any major good news. Thanks for your patience.

Regards,
Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navAgility.com
Visit us at: www.navAgility.com
My Career View
My Visual Resume



Print - Close Window

Date: Wed, 19 Dec 2007 19:07:02 -0500
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility 4Q Update and 2007 Loss - for your tax planning purposes
To: tomazz@pacbell.net
CC: razzarello@navagility.com

Hi Tom, the NavAgility loss for 2007 is approximately \$375,000. Your current ownership share in NavAgility is 1.407% . As of the 2006 tax year last year, your accrued losses had exceeded your original cost basis of \$50,000 so there are no additional losses for 2007.

A quick update on 4Q07: On December 3rd, we successfully launched our new NavAgility Social Timelines product, which transforms NavAgility into a social networking company. If you are not already a member, you can join at www.navagility.com and try it out for yourself -- it's fun and just about everyone can find a way to use our timelines for business or personal uses. We are now pursuing many new solution opportunities outside of our original career management market, which will significantly improve our ability to generate revenue over the next 12 months. Also, as a direct result of our new product, we are in conversations with major players about either acquisition or license deals. Some of these include the two largest staffing firms in the world (Adecco and Manpower), the largest Professional Employment Organization (ADP), and Microsoft, to mention a few.

Unfortunately, our cash position has not changed and we are still unable to make a partial or full payment on the \$200,000 due to you. I will keep you posted if any of the deals mentioned above come through. Interim to one of these major deals happening, we are currently raising additional capital at a \$10M valuation. Through January 15th, we are offering existing angel investors the ability to increase their investment level at the prior \$5M valuation (e.g., \$25K = 0.5%). I know this most likely is not something you will want to take advantage of, I just wanted to make you aware of it.

I hope you and your family have a Merry Christmas. My prayers during this holiday season are also with your sister.

Regards,
Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navagility.com
Visit us at: www.navagility.com
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Exhibit K



Print - Close Window

Date: Mon, 24 Mar 2008 14:56:31 -0700 (PDT)
From: "Tom Azzarello" <tomazz@pacbell.net>
Subject: Re: NavAgility Bridge Loan Status
To: "Anthony DiMarco" <adimarco@navagility.com>
CC: razzarello@navagility.com

Tony,

It has been almost 6 months past the date the loan and principal were due to be paid. I need to resolve this soon. I'd like to get some idea of a specific payment plan. Please get back to me and let me know.

Reagrds,

Tom

Anthony DiMarco <adimarco@navagility.com> wrote:

Tom, your bridge loan is schedule to be paid on October 13th. I wanted to give you a heads up that there is higher risk in NavAgility not being able to make the payment on time. Our divestiture of the career management business has resulted in a potential licensing agreement. However, this opportunity stalled over the summer months and we will re-engage them now that summer is over. And the major \$5M New Orleans related project with the NYC company has stalled due to their funds (\$B's) being hung up with governmental policies and politics. Our original optimistic view was based on at least one of these two projects coming through over the summer. I am working several other potential opportunities with the full intent of making your payment date, but to be realistic, the odds of pulling it off in 6 weeks are low.

Your bridge loan was received first and so you are first in line to receive payment. I will touch base again at the end of the month to provide another update. If some positive news happens along the way I will certainly let you know. If you would like to discuss this prior to the next update, please feel free to call me any time. Thanks.

Regards,

Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navagility.com
Visit us at: www.navagility.com
My Career View
My Visual Resume

*Tom Azzarello
2037 Olympic Boulevard
Walnut Creek, CA 94595
925-935-1637 phone
925-352-4626 cell
215-974-3659 e-fax
tomazz@pacbell.net*

Exhibit L



Print - Close Window

Date: Mon, 24 Mar 2008 19:24:29 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: FW: NavAgility Bridge Loan Status
To: tomazz@pacbell.net
CC: razzarello@navagility.com

Tom, unfortunately I don't have any good news on a timeframe for repayment. We are continuing to work on bringing in external investment and driving revenue deals. But at this point I cannot foresee the ability to payback your loan within the next three months and potentially longer. Our highest priority is doing whatever we can to keep the business operational in order to preserve the ability to payback our debt and to protect all of the investors in NavAgility. Sorry I do not have better news at this point. I will keep you posted on any major changes in status.

Regards,
Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navAgility.com
Visit us at: www.navAgility.com
My Career View
My Visual Resume

From: Tom Azzarello [mailto:tomazz@pacbell.net]
Sent: Monday, March 24, 2008 5:57 PM
To: Anthony DiMarco
Cc: razzarello@navagility.com
Subject: Re: NavAgility Bridge Loan Status

Tony,
It has been almost 6 months past the date the loan and principal were due to be paid. I need to resolve this soon. I'd like to get some idea of a specific payment plan. Please get back to me and let me know.
Reagrds,
Tom

Anthony DiMarco <adimarco@navagility.com> wrote:

Tom, your bridge loan is schedule to be paid on October 13th. I wanted to give you a heads up that there is higher risk in NavAgility not being able to make the payment on time. Our divestiture of the career management business has resulted in a potential licensing agreement. However, this opportunity stalled over the summer months and we will re-engage them now that summer is over. And the major \$5M New Orleans related project with the NYC company has stalled due to their funds (\$B's) being hung up with governmental policies and politics. Our original optimistic view was based on at least one of these two projects coming through over the summer. I am working several other potential opportunities with the full intent of making your payment date, but to be realistic, the odds of pulling it off in 6 weeks are low.

Your bridge loan was received first and so you are first in line to receive payment. I will touch base again at the end of the month to provide another update. If some positive news happens along the way I will certainly let you know. If you would like to discuss this prior to the next update, please feel free to call me any time. Thanks.

NavAgility LLC Operating Agreement

Exhibit A

List of Members, Capital, and Percentages

Founders:

Name	Address	Taxpayer ID (or Social Security #)	Percentage
Anthony M. DiMarco	16 Nob Hill Road, Poughkeepsie, NY 12603	120-46-2939	75.60%
Richard C. Azzarello	299 8th Avenue, Sea Cliff, NY 11579	102-44-2255	14.55%
David L. Hawthorne	200 Mercer Street, New York, NY 10012		4.85%

Additional Investors:

Name	Address	Taxpayer ID (or Social Security #)	Initial Cash Contribution	Percentage
Thomas Azzarello	2037 Olympic Boulevard, Walnut Creek, CA 94595		\$50,000	2.00%
John R. Galanti	100 Corbett Road, Montgomery, NY 12549		\$50,000	3.00%



Orange County Capital
Development Corporation

Bridging the gap between Entrepreneurs and
In Orange Co



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Angels to the rescue

By: [Name]

[Date]

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Times certainly have changed when it comes to economic development. The days of big announcements about attracting hundreds of jobs and millions or billions of dollars in investments seem to have gone by, or perhaps just into hiatus.



But take a look at Tony DiMarco, founder and president of NavAgility if you want to see another form of job creation that actually is happening - the nearly invisible kind.

DiMarco started his Web business at his Town of Poughkeepsie home, and still operates from there. He doesn't need a big office building. His "still virtual" company employs nine people. Some work from their own homes, mostly in Dutchess County. Some are based at a local software development shop, Indotronix International Corp., in the City of Poughkeepsie, which DiMarco uses for much of the nuts-and-bolts programming work that his company needs.

"We've transformed the company quite a bit," DiMarco said. "We were focused on online recruiting and career management. In the second half of 2006, we turned into a social networking and social media company, which has been great for us. It positions us in a much more attractive

growth market and has made our business much more focused."

The latest big news for this little company is that it has received an infusion of investment from a local "angel," Larry Holfelder, who was introduced to the company by the Dutchess County Economic Development Corp. under its newly hatched Dutchess County Angel Network.

Funding for NavAgility is the first fruit of the program, launched about a year ago after a long period of



Tony DiMarco from left, Ste Mekkat Krish Klastow, (con Journal)

[Marketing](#)

[Computers](#)

[IT Services](#)

[Social Softw](#)

[Powered by](#)

[New Intern](#)

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research and discussion about how the agency could fill in a missing link, which is private capital to help grow young companies that have promising ideas. The investors get a percentage of ownership in the company, which means a share of eventual profits. And, because NavAgility is structured as a limited liability corporation, the fiscal losses of early years can be assigned to such investors, who can make use of the losses to reduce tax liability for profits from other ventures.

Tourism wo
Nail salon tr
(2)

Anne Conroy, president of the economic development agency, is glad the Angel Network idea has been able to produce at least one connection in its first year.

Accident blc
Empire Stat

"I think it's great," she said. "NavAgility might be the next YouTube. You never know."

'Sex and th

She said Holfelder did more than invest in NavAgility. "I think the investor is really interested to develop the product in new ways," she said.

City man sh
New Interne

DiMarco said new ventures include enablement of targeted advertising and marketing. He also plans to offer the tool as an online community for companies and angel investors in the area.

Today, it is from such small triumphs that an agency such as Conroy's can derive some satisfaction. But this does not mean that hope has been given up for a bigger score.

"Actually, what's really interesting in terms of business attraction, is that our prospects and our activities have really picked up a notch this year," Conroy said. "We haven't had a significant business attraction success, but what has happened is the sale of the IBM West Campus and the fact that the property is on the market, aggressively being marketed."

When Preferred Real Estate Investments, Inc., a Pennsylvania industrial and commercial realty specialist, bought IBM's surplus 160 acres and more than 900,000 square feet of space in January 2006, it gave Dutchess something it didn't have before. That, Conroy said, was a large-scale high-tech site owned by a company prepared to invest \$300 million to \$400 million in it for the right tenant or buyer. No such party had appeared after more than a year of looking, but there have been serious lookers, Conroy said. And, they're big ones.

"We now have opportunities that are putting us in a different competitive mode than we have seen in the past," Conroy said. "We're really getting attention at the national and international level. The challenge is, that puts us fully in the globally competitive marketplace."

"We haven't had big wins in 2006, but we are in the game, for sure, and we're moving into 2007 with more opportunities than we've had in the past," Conroy said.

Lack of big deals seems to characterize a wide region, said Anthony Campagiorni, executive director of Hudson Valley Economic Development Corp.

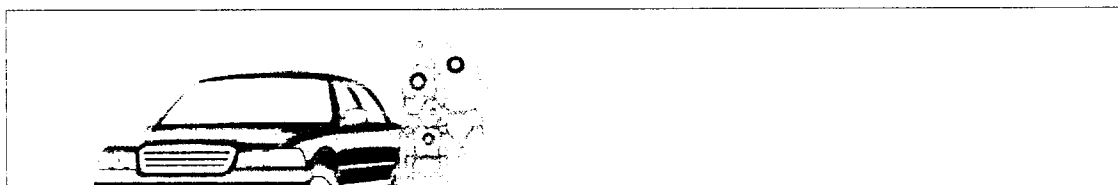
"It has been more active in years past, with some bigger deals at least percolating," he said. "I don't see a lot of bigger ones right now." There's increasing focus on work force as a resource for economic development, as well as a concern that the two groups of specialists don't always seem to be on the same page at the same time. "It seems like economic development targets one thing and work force targets something else," he said.

Nurturing the small, homegrown companies is worth doing regardless of what big prospects are or aren't around, said Michael DiTullo, an officer of Hillside Homes and until December, president of Mid-Hudson Pattern for Progress.

"Economic development success today cannot be judged by large buildings and large parking lots," DiTullo said. "That's old economy. Today, it's about nimble technology, the inventors, the start-ups in their garages, coming up with an idea. It's really about brainpower and IQ. It does translate into jobs. It creates a wonderful bullpen of free agents."

Craig Wolf can be reached at cwolf@poughkeepsiejournal.com

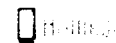
You must be logged in to leave a comment. |



apartments.com



builder -



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Exhibit P

FOR IMMEDIATE RELEASE

OCTOBER 30, 2006

**Higher Education Provides Adult Learners Access to
New Personal Career Management System**

The University Continuing Education Association (UCEA) has entered into a collaborative relationship with NavAgility LLC on a national online talent development network: the National Talent Markets Initiative (NTMI). Comprised of participating UCEA member institutions, the NTMI program will provide Higher Education institutions with advanced technology that benefits career-minded adult learners and helps participating institutions improve registration, retention, completion, and loyalty factors among their student and prospect populations. NTMI will also provide UCEA with the means to gather and integrate original data documenting the social and economic value of Continuing Education.

This personal career management system is populated with data from adults engaged in continuing and professional studies programs, and operates on open-market principles. These individuals have absolute control over the visibility of their data and identity in the system. Because the data are based on multi-dimensional personal profiles, prospective employers are able to easily find people with the requisite skills by searching the database, and can make employment offers to individuals matching their unique strategic requirements.

By tracking data collected by the system, colleges and universities will gain a unique view of the career context of their students, and use this information to evaluate educational outcomes, identify new knowledge and respond to regional economic development priorities. The NavAgility LLC system can be viewed on its website (<http://www.navagility.com>).

In recent years non-traditional students have come to fill nearly 3 of every 4 seats in higher education programs. Adult learners are overwhelmingly motivated to keep their skills and knowledge current in order to remain employable. Most experts agree that a high school education is not enough to compete in an increasingly global, knowledge-based economy. While the global workforce will grow significantly, more jobs will require a college degree for entry; and in this highly competitive landscape, working adults will need to take a more

active role in planning their careers. The personal career management tools provided through NavAgility can give these working adults a competitive edge in the marketplace.

About UCEA

Founded in 1915, the University Continuing Education Association (formerly the National University Continuing Education Association) is among the oldest college and university associations in the United States. As the principal US organization for continuing higher education, the Association assists institutions of higher learning and affiliated nonprofit organizations to increase access through a wide array of educational programs and services. UCEA also provides national leadership in support of policies that advance workforce and professional development. Since its inception, the Association has been committed to making higher education available to everyone, as well as to ensure that programs and services address societal needs and economic trends. In addition, UCEA works with counterparts abroad to foster professional exchange and better international understanding of continuing higher education.

The Association represents some 420 public and private higher education institutions that provide pre- and post-baccalaureate level education to students seeking degrees, professional credentials, and those in pursuit of learning for its own sake. The Association's offices are located in Washington, D.C., in the National Center for Higher Education.

Contact: University Continuing Education Association, One Dupont Circle, N.W., Suite 615, Washington, D.C. 20036-1168. 202-659-3130; postmaster@ucea.edu

About NavAgility

NavAgility, LLC works directly with academic institutions, corporations and other organizations to help them implement innovative talent management solutions based on the NavAgility Talent Visualization System. NavAgility enables individuals to see and present their unique career experiences in an innovative and compelling way – visually! NavAgility is a Personal Career Management system, providing valuable Career Assessment, Career Exploration and Personal Marketing capabilities.

Contact: NavAgility, LLC , Poughkeepsie, NY 12603. 845-463-3305; info@navAgility.com



Print - Close Window

Date: Tue, 04 Apr 2006 15:14:03 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility 1Q06 Update
To: adimarco@navagility.com

navAgility

Our primary focus has been on accelerating the growth of NavAgility membership and the database of career profiles. NavAgility has made significant progress in penetrating the academic market. **We currently have over 20 universities/colleges on board and are enabling each of them to begin marketing NavAgility to their constituencies** (e.g., adult students and alumni). This market acceleration is driven by our **partnership with the University Continuing Education Association**, which is actively marketing NavAgility to its 435 member institutions. Per our list of academic customers below, we have demonstrated the ability to penetrate **across the US** as well as **top metropolitan areas** – the top ten US metropolitan areas comprise 50% of our target market of 47 million adults with college degrees. We have also demonstrated the ability to penetrate **small colleges** (e.g., Champlain College – 1700 students) **as well as state wide university systems** (Penn State – 80,000 students).

Northeast	South	Mid-West	West
Boston/New England Area <ul style="list-style-type: none"> Boston University UMass Boston MIT Worcester State Champlain College 	<ul style="list-style-type: none"> University of South Florida University of New Orleans 	<ul style="list-style-type: none"> Northern Illinois University Central Michigan University University of Minnesota 	<ul style="list-style-type: none"> University of California - Irvine Southern Oregon University Linfield College
New York/Metro Area <ul style="list-style-type: none"> NYU Rutgers Hofstra Long Island University 			
Pennsylvania Area <ul style="list-style-type: none"> Penn State Millersville University 			
DC/Maryland/Delaware Area <ul style="list-style-type: none"> George Washington University University of Delaware 			

Market penetration of the academic segment will accelerate throughout 2006 with a goal of 200 over the next year. This is a leading indicator of the **acceleration of growth of members and career profiles, which is a key business valuation driver**. Over the last six months, NYU has added approximately 200 members per month with 30% building career profiles. Projecting out one year, 200 institutions have the potential to be generating **40,000 new members per month and 12,000 new profiles**.

Our academic segment is also a significant driver of NavAgility market segments (e.g., EDCs, Associations, Corporations, Recruiters) since numerous universities and colleges across the US have workforce development programs. For example, the University of New Orleans is driving the post-Katrina workforce development activities across nine New Orleans Parishes and has decided to build their programs around NavAgility. As a result, we have been invited to present to a group of universities who represent a Workforce Development Community of Practice across the US. Our university partners are also helping drive NavAgility workforce development opportunities in NY, Vermont, and Michigan.

We also have also demonstrated synergy between other segments with a top IBM executive recommending NavAgility to associations they support and hire from. As a result, we should have the National Society of Black Engineers and several other minority based associations on board soon.

As for progress on raising our \$2M in capital to accelerate our growth, we are in the due diligence stage with one venture

Exhibit R



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Date: Mon, 25 Apr 2005 15:58:23 -0400
From: "adimarco@navagility.com" <adimarco@navAgility.com>
Subject: 1Q Update
To: tomazz@pacbell.net
CC: "Richard Azzarello" <razzarelo@naviquestgroup.com>

Hi Tom, I know that Rich gives you regular updates, but I thought it still would be a good idea to give you a short summary of our 1st quarter

1. We have changed our brand and totally re-designed our website to be more focused and to support our image that we are a hot internet software company and to support the message that through personal career management you can find or design work that can be fun and highly satisfying. Our new website is <http://www.navagility.com/>
2. We also have completed a significant new version of the NavAgility tool. This includes a lot of compelling new functionality, as well as significantly improved look and feel of the Career View itself. We also implemented an application architecture that will enable us to quickly snap in new functionality in the future, thus enabling us to keep our significant competitive advantage in 3rd generation online recruiting capabilities and personal career management functionality for individuals.
3. At the end of March we were a sponsor of the University Continuing Education Association (UCEA) annual conference and we demonstrated our new NavAgility version to over 50 top executives from top academic institutions in the US. It was insane to make all these changes before the conference, but we pulled it off and we created quite a buzz – people were blown away by our marketing (see the attached photo of our booth at the conference). As a result, we should close Affiliation Program deals with 4-6 top institutions within the next 60 days. Our hot list from the conference includes: **Boston University, University of Toronto, UC Berkley, Penn State (you may be able to help here), Kent State, Rutgers, Syracuse University, Regis, UConn and Capella (one of the top two online universities).**
4. In addition, we have proposed a partnership with UCEA, where they will sponsor NavAgility to their members (500 top academic institutions). This proposal has been very well received by the new UCEA President and they have appointed a task force to evaluate it and have invited us to participate in that task force. This could result in over 100 top academic institutions singing up in a very short window, potentially by the end of summer. This is a key leveraged sales strategy since it will take too long to sell them one by one.
5. Our original sponsor at NYU, Dean David Finney, has taken a job as President of Champlain College as of July 1 and he has commitment to implement NavAgility there. He believes so much in this that he plans to develop a career management curriculum around NavAgility that every undergraduate will have to complete and he will also offer it to continuing ed students, perhaps as a certificate.
6. Have made good progress with our first Economic Development Corporation (Orange County, NY) and we expect to close it within 30 days.
7. Our IBM opportunity has stalled, but we hope to resurrect it in 2Q.
8. On the investor front, we should have additional angel investors coming on board in 2Q as planned. **Also, we have had a "hot level of interest" from Google. Our business broker in Long Island is in direct contact with them and we are working towards a meeting.**
9. We have also completely refreshed our business plan to be in line with the new strategy we developed in early January. I have attached a softcopy.
10. We will start to see some revenue begin to flow mid 2Q with the academic deals but that is fairly slow until we get the UCEA partnership wrapped up and we start closing a large number of them

That's a quick snap-shot. Hope this is helpful. I would be happy to answer any questions you have – just drop me an email or give me a call any time.

Also, could you send me an email with your social security number. I need it for the operating agreement. Thanks.

Regards,



Print - Close Window

Date: Thu, 20 Jul 2006 12:53:43 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility 2Q06 Investor Update
To: adimarco@navagility.com

I've attached a short one page summary of major accomplishments in 2Q06, page two of the attachment is a letter from the President of the University Continuing Education Association expressing how pleased they are with the NavAgility partnership. As always, please feel free to call me or email me with any questions you might have, and any suggestions or business contacts you have that could be helpful to us. Thanks.

Regards,
Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navAgility.com
Visit us at: www.navAgility.com
My Career View
My Visual Resume

Attachments

Files:

 **NavAgility_2Q06_Investor_Update.doc** (405k) [Preview]

NavAgility Investor 2Q06 Update

Recruiting Segment:

- We have been working the past several months with Donna Cornell and her team from Cornell Associates, located in Newburg, on the development of a very significant National Executive Recruiting Network (name still to be determined). We reached agreement in principle a few weeks ago and are days away from a signed agreement. The Network will quickly result in hundreds of executive recruiters signing on to provide NavAgility to their candidates (growing our database), and to use NavAgility to find other candidates. We have jointly developed a placement fee splits model which will incent recruiters to join resulting in revenue growth. The splits model was architected to enable NavAgility to sign up other types of large networks (corporate recruiters, coaches, job boards, etc.) in order to accelerate our market penetration. This partnership is as significant, possibility more significant, than the UCEA partnership earlier this year.

Academic Segment:

- University Continuing Education Association (UCEA) recently sent a letter expressing how pleased they are with their partnership with NavAgility (see next page for copy of the letter).
- We recently added University of West Florida and Indiana University – Purdue University Fort Wayne and are positioned well to replicate across the seven other campuses across Indiana. Through our current 28 academic affiliates, we reach a combined enrollment of a half-million adult continuing education students, located in cities with access to 36 percent of the 144 million employed persons in the U.S.
- We launched our Local Talent Market Initiative (LTMI) program with a focus on creating open markets for talent across the US. **We had a very successful set of meetings in New Orleans, where the University of New Orleans is leading an effort to create the first open market for talent in the US with a common workforce development infrastructure across Southeast Louisiana, powered by NavAgility. Several other universities have expressed interest in becoming an LTMI Network Affiliate. These include University of West Florida, Champlain College (Vermont), Northern Illinois, Worcester State (Central Mass), University of Wisconsin, and Marist College (for the Hudson Valley talent market).**

Three key additions to the NavAgility Team:

- Irwin Glenn, a been-there-done-that entrepreneur, with startup experience with Netscape, Oracle, and most recently at Salesforce.com. Irwin is our Chief of **Strategy** and will focus on business development and mega deals (e.g., partnerships, OEM deals, large network deals, etc.).
- Darren Klastow, a Visual Designer who will help take NavAgility to the next level of “cool”. Darren will help us accelerate our database growth through greater conversion rates and through e-marketing (reaching individuals directly, in addition to reaching them through affiliates).
- Don Haack, a 20+ year experienced consultant and project manager, who is managing the implementation and rollout of our affiliates.

Capital Investment:

- We opened a new round of angel investing in June to raise \$300,000-\$400,000 (\$50,000 = 1%) as interim funding to closing a strategic investment of \$2M in early 4Q06. We have currently raised \$175,000 with Orange County Capital Development Corp providing \$100,000 of that amount.
- **We have made very high level contacts at Yahoo! HotJobs, CareerBuilder, and News Corp as potential strategic investors (as well as potential ultimate acquirers). In addition, we are engaging several Venture Capital firms as a secondary alternative to the strategic investors listed above.**

Exhibit T



Print - Close Window

Date: Wed, 13 Sep 2006 12:26:51 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility Update - Entering Pre-Acquisition Stage
To: "'Tom Azzarello'" <Tomazz@pacbell.net>

Hi Tom, I'm sending this email to each of our current angel investors as a quick update and as a courtesy to let you know that our final round of angel investing will close in the next few weeks, or sooner if we meet our investment targets. We are quickly moving into a pre-acquisition stage and are currently talking to several different financial firms (e.g., VCs, Private Equity firms, and Merger & Acquisition Advisors) who will help us raise \$2M in capital to accelerate our growth and pre-acquisition valuation, and who also will represent and advise us through the acquisition process. In parallel with those efforts, **we have begun to directly engage our most likely acquirers, including: Yahoo!, NewsCorp, Google, AOL and others.** Our initial meetings with Yahoo! have been very encouraging and we should reach key decision makers within the next month. We have re-positioned NavAgility as a social media company that stimulates the creation of self-descriptive user-generated content and we have moved away from our prior positioning which was as an improvement to online recruiting. This repositioning places us at the center of the white-hot social media market where the merger and acquisition pace and valuations have increased dramatically. For example, in July of last year NewsCorp bought MySpace for \$540M. MySpace is now valued at several \$B and NewsCorp has allocated \$1.8B for additional social media acquisitions over the next year. We believe this positions us well for a "must-have acquisition" scenario resulting in very rapid growth in our valuation. Our pre-acquisition stage partner will help us maximize our valuation at acquisition which we expect to take place within 12 months.

Your original investment of \$50,000, after all prior dilutions, is currently a 1.506% ownership of NavAgility. This final round of angel investment, which we opened in June, remains at a valuation of \$5,000,000, so a \$50,000 investment = 1% ownership. As an example, an incremental 1% investment now, assuming a potential dilution of 30%, would result in a 0.7% ownership at acquisition. An acquisition at \$25M would result in \$175,000. (3.5 times initial \$50K investment) and an acquisition at \$50M would result in twice that return, or \$350,000. (7 times initial \$50K investment).

If you would like to increase your ownership share, please let me know as soon as possible. We are accepting investments in increments of \$25,000.

I've attached our latest Business Plan Executive Overview which will explain our new positioning and strategy. I would be happy to answer any questions you might have, give me a call any time at 845-463-3305. Thanks again for your prior investment - it has helped to reach this exciting stage in our business. Please keep this information confidential, so as not to bring any potential disruption to our ongoing discussions with potential acquirers and equity firms.

fyi - Harvard University joined as an academic affiliate last week.

Regards,
Tony

Anthony M. DiMarco
President, NavAgility LLC
845-463-3305 (845-462-3371 fax)
adimarco@navagility.com
Visit us at: www.navagility.com
My Career View
My Visual Resume

Spam
Not spam
Forget previous vote

Exhibit U



Print - Close Window

Date: Mon, 02 Apr 2007 10:39:05 -0400
From: "Anthony DiMarco" <adimarco@navagility.com>
Subject: NavAgility 1Q07 Update
To: adimarco@navagility.com

In my last quarterly update in early January, I introduced a new opportunity we were pursuing called the wiki-Timeline. This new opportunity came about as we pursued ways to grow the existing career management business faster through social networking techniques. As we developed wiki-Timeline further, it became clear to us that this was not just the next generation of the career management business, but a distinct and high-growth business opportunity. As we really have two distinct businesses (the career management business and the wiki-Timeline business), we have made a decision to divest the more established, slower growing career management business in order to fund acceleration of the higher growth wiki-Timeline business. In mid-March, we contracted Corporate Finance Associates (CFA), an investment banking firm specializing in mid-market companies such as ours. Our investment banker responsible for the negotiating and closing the deal is Gary Roelke (<http://www.cfaw.com/north-america/2001/people/gary-roelke.html>). **Gary is teamed with another CFA executive based in Silicon Valley who is responsible for putting together the marketing packaging and prospect list and networking within the high-tech sector.** After their assessment of our business valuation they indicated that while a higher price may be possible, a reasonable expectation would be around \$10M and the timeframe for closing a deal is roughly July.

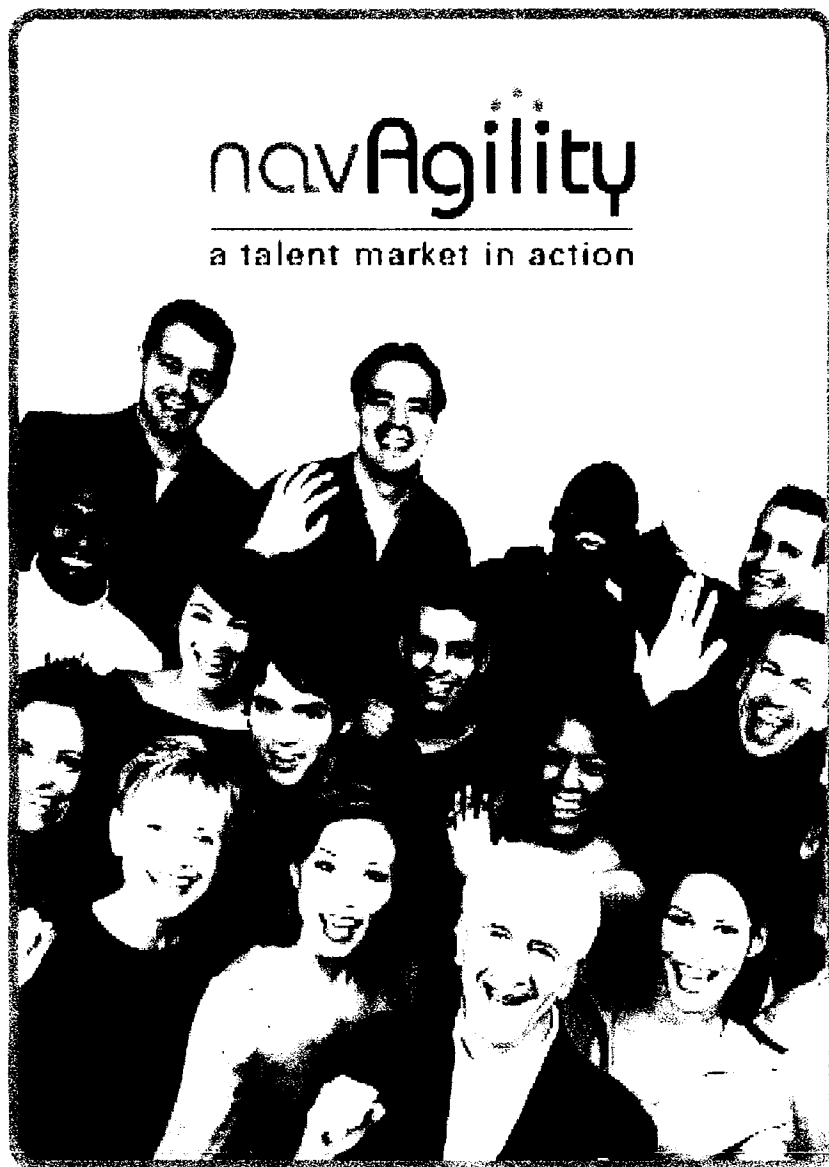
This presents a very attractive and unique scenario for our existing and new investors. When this deal is closed, we plan to offer our existing investors the ability to take any or all of their ownership off the table. A simple example, based on the following assumptions indicates just how attractive this is.

- A 1% investment of \$50,000 is made (or was previously made), and for simplicity of this example, does not dilute prior to the acquisition.
- A \$10M acquisition occurs
- The divestiture yields a net \$9.5M after fees
- Our investors can take money out at the \$10M valuation.
- A net of 50% of the total investment dollars are taken out of NavAgility (leaving \$4.5M for NavAgility to invest in the wiki-Timeline business).
- The new investor (who has opted to recover his/her initial investment) is paid 50% of 1.0% of \$10M = \$50,000 which recovers their original investment.
- Their remaining ownership share in NavAgility = 0.50% would then reverse dilute by the 50% ownership bought back by NavAgility, resulting in $0.50\% \times 2 = 1.0\%$.

The result: they have their original investment back and retain their original 1.0% in NavAgility, essentially able to stay in the high growth wiki-Timeline business with a zero-cost basis. Naturally, an acquisition at a level greater than \$10M makes the scenario even more attractive.

While much of our efforts are focused on executing this divestiture, we are also planting the seeds of growth for the new wiki-Timeline business. One of these seeds is an opportunity to build a solution for a new hedge fund in NYC that wants to use our wiki-Timeline as a project tracking application. This has the potential of \$5M in revenue to NavAgility within 30-60 days. We place high odds on closing this opportunity since our customer has the same high sense of urgency as we do. They believe that our emerging wiki-Timeline technology can play a significant role in the launch and management of their hedge fund business. In addition, the Warner Brothers opportunity mentioned in my January update is still in play and has a chance of closing by end of 2Q07 for approximately \$500K. These are just a few indicators of the high growth possible in this new business.

As soon as any of these major transactions is closed, or there is significant progress to report, I will



NavAgility Business Plan Executive Summary

Author: Anthony M. DiMarco, President
September 2006

NavAgility, LLC
16 Nob Hill Road, Poughkeepsie, N.Y. 12603
Email: adimarco@navAgility.com
Phone: 845-463-3305; Fax: 845-462-3371
www.navAgility.com

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Executive Summary

NavAgility – A Social Media Company

Wikipedia defines *social media* as, “the online tools and platforms that people use to share opinions, insights, experiences, and perspectives with each other.” Social media includes user-generated content (UGC), which Yahoo! defines as, “content produced by ordinary people as opposed to traditional media producers”. They also point out, “some of the hottest trends online are really UGC: blogs, podcasts, tagging, ratings, video shorts and photos. Millions of people are already participating in these trends.” An analogy in traditional media is a television show costing millions of dollars to produce, supported by advertisers who reach millions of viewers in front of their televisions. UGC costs nothing to produce and is supported by advertisers who reach millions of viewers in front of their computers.

NavAgility is a social media company uniquely positioned to take UGC to the next level. We enable the creation of *self-descriptive user-generated content* - the “silver bullet” of social media, because it stimulates web interactions by increasing trust, and because it enables highly targeted advertising where advertisers actually know specific information about those in front of their computers.

Individuals use NavAgility to assess and to communicate their life experiences. As a result, they create high quality data about themselves (i.e., *self-descriptive user-generated content*), that is comprehensive, granular and visual, and thus, is ideally suited for social networking. This content, called the NavAgility® PowerProfile, can be used to authenticate people you deal with on the internet, by plugging it into social networking tools. For example, a PowerProfile can easily be added to Yahoo! 360 to help people get to know and trust you (*see Appendix A*). Yahoo! 360 is the equivalent of NewsCorp’s MySpace. Another example is the ability to plug your PowerProfile into Yahoo! Answers to authenticate you as an expert (*see Appendix B*). This enables trusted exchange of knowledge via the internet (which Yahoo! calls “better knowledge through people”).

PowerProfiles are searchable by recruiters, employers, academic institutions, and other advertisers who wish to market their education offerings, jobs and other services directly to an individual or group of individuals. The quality and depth of the *self-descriptive user-generated content* enables highly targeted marketing through powerful matching and searching. Imagine the value to advertisers, of targeting ads to people with certain demographics and goals across specific dimensions of their life (e.g., professional, financial, personal, etc.). For example, an advertiser, such as an academic institution, can target ads directly to people in their early career stage, who already have a bachelor’s degree in engineering, and have expressed a goal to become a patent attorney. This scenario is a marketer’s dream and is possible to achieve in the NavAgility System.

Mission and Strategy

Our mission is to help people discover and achieve their life’s dream. **We will be the market leading, life achievement destination site for millions of college-educated professionals.** Our strategy is to build a database of millions of people by delivering value to them through compelling, on-demand life achievement functionality and media content. We reach people in three ways: directly through e-marketing, indirectly through the viral, social networking capabilities inherent in the *self-descriptive user-generated content*, and through NavAgility affiliates. Affiliates are organizations who promote NavAgility to large groups of individuals (e.g., academic institutions, associations, local communities, recruiters, companies, etc.). We monetize our database through advertisers and product offerings to our members.

The Industry

Three sub-optimized industries are merging into one powerful social media industry. The *social media industry* (e.g., MySpace) has been effective in helping young people managing their social lives, but to date, has been ineffective in helping professionals better manage their lives. The current *online recruiting industry* (e.g., Monster.com) is ineffective at matching the right people to the right job at the right time because the data source

they rely on, the traditional text resume, is flawed. The *Human Resource software industry* is dysfunctional since most solutions are built to satisfy HR control needs instead of delivering value to the individual. NavAgility is a catalyst for this industry convergence, as one of the only applications to cut seamlessly across social media, online recruiting, and Human Resource systems.

NavAgility Solution

Our flagship product, the NavAgility® PowerProfile System, is a patent-pending, on-demand life achievement system, enabling individuals to capture and communicate their comprehensive life and career experiences in a compelling visual way. NavAgility empowers the individual to take control of their “online persona” through powerful personal marketing capabilities. Our *self-descriptive user-generated content* enables powerful “people findability”, fundamentally altering the aforementioned industries. NavAgility’s permission model always keeps the control of personal information visibility in the hands of the individual.

Target Markets

Since NavAgility is an on-demand service, our market potential is global. Our initial focus is the U.S. where we are targeting the 144 million employment households. NavAgility provides value to pre-professionals and all people in the world of work, but our strongest value proposition is to people with college degrees. Through our affiliate channel we reach all the major media markets in the U.S. We currently have 28 academic affiliates, located in cities with access to 36 percent of the 144 million employment households. We achieve broad exposure in key media markets through multiple affiliates (e.g., current NavAgility affiliates in the Boston market include Harvard, MIT, Boston University, UMass Boston, and Worcester State).

Competitive Differentiation

NavAgility is the first company to apply data visualization techniques to life and career experience data, resulting in the industry’s most powerful method for generating *self-descriptive user-generated content*. We defend this differentiated position through strategic control points:

- High switching costs of our affiliates who are reluctant to make changes impacting their constituents.
- The opportunity to create the *de facto* standard for visual, *self-descriptive user-generated* profiles.
- The continued innovation and patent protection of NavAgility.
- The innovative, diversified and high leverage NavAgility business model.

Business Model


Inherent in our business model are several powerful drivers of growth:

- *Media model* – NavAgility is a rich source of compelling *self-descriptive user-generated content*.
- *Viral* - NavAgility is an exciting, cool, and visual way to portray one’s life and career experiences.
- *Sticky* – NavAgility motivates deeper user engagement via content and compelling personal metrics.
- *Network-based* – We accelerate growth of affiliates through partners (e.g., University Continuing Education Association is promoting NavAgility to its 430 member institutions – *see Appendix C*)
- *Media markets* – We leverage the brand, marketing budget, and media market access of our affiliates.
- *Synergistic* – Our markets are part of a synergistic ecosystem (e.g., our University of New Orleans affiliate also leads a Local Talent Market Initiative for Southeast Louisiana, powered by NavAgility).
- *Net-Native Web 2.0 business* – NavAgility, from its outset, has been an on-demand software business.

We fund our growth through external investment, by leveraging the marketing resources of our affiliates, and by self-funding from revenue. NavAgility LLC will be profitable within 12 months and can generate over \$80 million in revenue over three years. Our exit strategy is to be acquired within 12 months. We will drive our valuation by becoming a must-have acquisition for a major social media player (e.g., Yahoo!, News Corp, AOL, MSN) who must compete for the multi-billion dollar advertising budgets projected for social networking, or by a leading job board (e.g., Monster.com) moving aggressively into the social media and advertising space.

Example of a NavAgility PowerProfile plugged into a Yahoo! 360 social networking tool which can help people get to know and trust you.

[Top Page](#)
[Blog](#)
[Feeds](#)
[Friends](#)
[Lists](#)
[Reviews](#)



Add

My PowerProfile

View page without theme
Make this theme mine

Anthony M. DiMillo
adimillo@navagility.com
PLAY AUDIO

05/80 B.S. Electrical Engineering, Rensselaer Polytechnic Institute

06/85 M.B.A. Marketing, Union College

Credentials

		07/80	12/83	05/86	07/87	02/90	06/92	02/94	01/96	10/97	01/99	10/00
Engineering	Electrical & Electronic Engineering	Computer Hardware Engineer										
	Marketing											
	Marketing and Advertising											
	Market Research											
	Brand Management											
	Information Technology											
	Software Development											
	Management Consulting											
	Business Development											

Marketing Support Representative

Marketing Manager

Market Researcher

Brand Management - Servers in Finance Industry

Sales Representative

Sales representative

Sales Manager

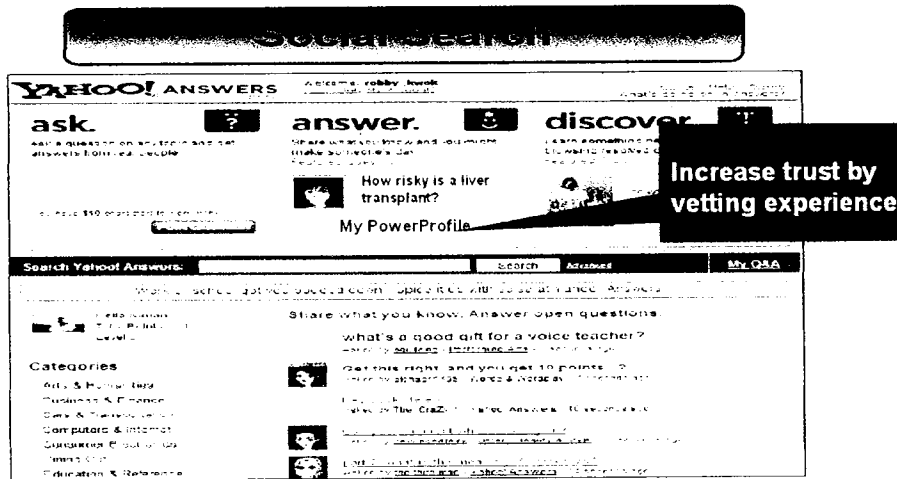
Solution Manager - Middleware

Managed cross functional team to develop message driven processing middleware (MQ Series Workflow)

Knowledge Management Consulting

Chief Executive

Example of a NavAgility PowerProfile plugged into a Yahoo! Answers social networking tool which can help increase trust by vetting experience (of those providing the answers).



Below is the PowerProfile of a transplant surgeon who answered the question posed above about the risk of a liver transplant.

Agility

PowerProfile

06'89 B.S., Chemistry, Yale University

06'93 M.D., Medicine (MD), University of Pennsylvania

Credentials:

		Penn State Milton S. Ebersole Medical Center	The Mount Sinai Medical Center
Career Area	Discipline	07'01	07'05
Healthcare and Life Sciences	Surgery	Physician	Physician Transplant Surgeon

View Activities & Qualifications

Appendix C

The home page of the University Continuing Education Association (www.ucea.edu). UCEA is a NavAgility network partner who is actively promoting NavAgility to its 430 member institutions – the largest, and most prestigious academic institution in the U.S.

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Member Forum

In The News

- Call for Proposals:** The 15th annual UCEA Marketing Seminar will be held February 15-17, 2007, in San Francisco, CA. Download the call for proposals (PDF file) to read the submission guidelines and evaluation criteria.
- Preliminary information for the 2006 Executive Assembly** is available
- Lifelong Learning Trends:** The ninth edition of UCEA's most popular publication is available now. Order your copy today (PDF file)
- 2007 Annual Conference:** The Call for Presentations for UCEA's 2007 Annual Conference, "Building Futures Changing Lives" is now available here

From InFocus



The Northeast Indiana Innovation Center offers a place for partner institutions to expand their reach. Photo courtesy of IPFW.

Regional University Centers Advance Economic Development

Today, more learning is taking place outside the confines of a traditional campus. Some institutions have responded to this changing instructional model by creating "university centers"—entities that offer degree programs from multiple universities at single location. These centers serve residents whose work or other commitments may preclude travel to a distant university. By providing options for place-bound students, these centers generate a skilled workforce, which in turn can attract new employers and support the local economy.

[> Full story](#)

Announcing UCEA DIRECTORY.ORG



Click here to visit UCEA's newest resource for members and students alike: an online, searchable database of credit and certificate programs offered by UCEA member institutions. Read the press release for more details here.

National Talent Markets Initiative

UCEA has entered into a collaborative relationship with NavAgility LLC on the National Talent Markets Initiative (NTMI). Comprised of participating UCEA member institutions, the NTMI program will provide CE institutions with advanced technology that benefits career-minded adult learners and helps participating institutions improve registration, retention, completion, and loyalty factors among their student and prospect populations. NTMI will also provide UCEA with the means to gather and integrate original data documenting the social and economic value of CE.

For more information, visit NavAgility's NTMI website here.

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From our Archives

